



Memorandum of Understanding

between

Associates in Cultural Exchange (A.C.E.), Seattle, Washington

and

Dagestan State Institute of National Economy (DGINH), Russia

Associates in Cultural Exchange (A.C.E.), Seattle, Washington, and Dagestan State Institute of National Economy (DGINH), Russia, will work together for mutual advantage in order to enhance our respective programs and to consider new projects which we will jointly implement. The essential intent of this agreement is to establish a strategic affiliate relationship between our organizations based on a complementary exchange of services. In the case of projects where direct costs will be incurred, both parties will jointly establish specific agreements for the projects under consideration. Both parties will provide liaison services for one another in the U.S. and Russia, and for professional development programs will make every effort to duly operate the proposed training programs at the highest standards possible. We are principally committed to:

1. Developing complementary services and joint educational projects when possible. Marketing efforts may include planning special projects and short term training programs carried out cooperatively. Projects will address the training needs and priorities of clients funding the programs, and will seek to benefit both parties to this agreement equally.
2. Both parties to this agreement will promote one another as appropriate and will provide in-kind liaison support services in their respective educational markets through existing relationships. Passive referrals of potential clients will be done at no cost to either party. Active referrals of potential clients may be performed as stipulated under separate cover.
3. Dr. Tatyana Tsyrlina-Spady, ROSI Vice-President and A.C.E.'s Senior Advisor for Russia and Ukraine, will serve as the primary facilitator for launching this strategic affiliate relationship.
4. Either organization making reference to the other's name or name of subsidiaries in promotional materials or electronic media will be subject to prior review and approval before distribution or dissemination. General promotion and marketing by each organization may (although are not required to) include acknowledgement of the other organization's programs and services.

The initial period of this agreement will be 5 years from the signing of this agreement. This statement is non-binding, may be terminated by either party with written notification, and is intended to express our good faith effort at helping our respective organizations in progressing in the field of international educational exchange.

Mr. David B. Woodward, President & CEO
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